



*passionate about quality<sup>SM</sup>*

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T.R.A. DOCKET ROOM

January 10, 2005

Sharla Dillon – Docket Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37242-0505

DOCKET NO.

05-00011

**Re: Joint Petition of PAETEC Corp. and American Long Lines, Inc. for Approval  
to Transfer Control of Ownership**

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Dear Ms. Dillon:

Enclosed for filing please find the additional 11 copies required for the filing of this petition

Should you have any questions regarding this submission, please do not hesitate to contact me at the information listed below.

Sincerely,

Amy L. Dickinson  
Regulatory Analyst  
PAETEC Communications, Inc.  
(585) 340-2979  
[amy.dickinson@paetec.com](mailto:amy.dickinson@paetec.com)

Enclosures



*passionate about quality<sup>SM</sup>*

PAID T.R.A.

Chk # 201143

Amount 50.00

Rcvd By JR

Date 1-7-05

January 6, 2005

Sharla Dillon – Docket Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37242-0505

**Re: Joint Petition of PAETEC Corp. and American Long Lines, Inc. for Approval  
to Transfer Control of Ownership**

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Dear Ms. Dillon:

Enclosed for filing please find an original and two (2) copies of the joint petition of PAETEC Corp. and American Long Lines, Inc. for approval to transfer control of ownership, as well as a check in the amount of \$50.00 for filing fees

Please acknowledge receipt of this petition by date stamping the copy of this letter and returning it in the enclosed self-addressed, stamped envelope.

Should you have any questions regarding this petition, please do not hesitate to contact the undersigned.

Sincerely,

*Mary K. O'Connell*

Mary K. O'Connell  
Senior Corporate Counsel  
PAETEC Communications, Inc.  
(585) 340-2669  
[mary.oconnell@paetec.com](mailto:mary.oconnell@paetec.com)

Enclosures

**BEFORE THE TENNESSEE REGULATORY AUTHORITY  
NASHVILLE, TENNESSEE**

**JOINT PETITION OF )  
 )  
PAETEC CORP. )  
 )  
AND )  
 )  
AMERICAN LONG LINES, INC. )  
 )  
FOR APPROVAL OF )  
TRANSFER OF OWNERSHIP )**

**DOCKET NO.** \_\_\_\_\_

**JOINT PETITION OF PAETEC CORP. AND AMERICAN LONG LINES, INC.  
FOR APPROVAL OF TRANSFER OF OWNERSHIP**

PAETEC Corp. ("PAETEC") and American Long Lines, Inc. ("Long Lines"), (PAETEC and Long Lines together, "Petitioners"), petition the Tennessee Regulatory Authority ("TRA") pursuant to T.C.A. §65-4-112 and §65-4-113 for approval of transfer of control of ownership of Long Lines to PAETEC. In support of this petition, PAETEC and Long Lines provide the following information:

1. PAETEC is a privately held Delaware corporation with headquarters located at One PAETEC Plaza, 600 Willowbrook Office Park, Fairport, New York. PAETEC is the holding company of several subsidiaries, including PAETEC Communications, Inc. ("PCI"). PCI is a national communications solutions provider offering broadband services, including advanced voice and video, enhanced data and communications management services to medium-sized and large businesses, educational institutions, governmental organizations and

other entities in 27 U.S. markets. PCI is authorized to operate as a reseller of telephone services in the State of Tennessee pursuant to the Certificate issued by the Commission in Case No. 98-00691 (Dec. 1, 1998). Further information concerning PCI's technical, managerial and financial qualifications to provide service was submitted with its application for certification and is therefore a matter of public record. PAETEC respectfully requests that the Commission take official notice of that information and incorporate it by reference herein.

2. Long Lines is a Pennsylvania corporation with headquarters located at 700 Enterprise Drive, 2<sup>nd</sup> Floor, Horsham, Pennsylvania. Long Lines offers resold local and long distance telecommunications services in markets throughout the United States, primarily in the Northeast United States. PCI is authorized to operate as a reseller of telephone services in the State of Tennessee pursuant to the Certificate issued by the Commission in Case No. 97-00094 (Apr. 29, 1997).
3. PAETEC has determined that the transfer of control of Long Lines will enable it to expand its operations in a cost-efficient manner, thereby enhancing its competitive position and ability to provide integrated telecommunications services to customers in Tennessee as well as other states. To that end, PAETEC and Douglas Derstine, the sole owner of all of the outstanding and issued shares of stock in Long Lines (hereinafter the "Seller") have entered into a stock purchase agreement whereby Seller will transfer control to

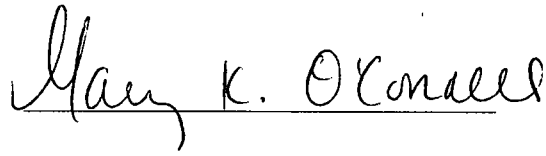
PAETEC, and Long Lines will become a wholly owned subsidiary of PAETEC, as outlined in the organizational charts provided as Attachment 1 to this petition. Petitioners emphasize that the proposed Transaction will not change the rates, terms or conditions under which Long Lines provides service. Long Lines shall continue to provide service to its customers and the proposed Transaction will be seamless to customers of Long Lines. Following closing, the Tennessee Customers will receive the same services they currently receive from Long Lines. PCI will continue to provide services to the Tennessee Customers pursuant to its own Certificate, as referenced above.

4. Grant of this Petition will serve the public interest by enabling PAETEC to expand its operations in a cost-effective manner, thereby enhancing its competitive position and ability to provide a broad range of integrated telecommunications services to Tennessee consumers. By permitting PAETEC to strengthen its competitive position and accelerate the offering of innovative products and services, the proposed Transaction will ultimately enhance competitive choices for Tennessee consumers. The public interest therefore will be served by approval of this Petition.
5. Petitioners have simultaneously filed applications that are pending approval of the FCC, as well as the following state Commissions: CA, DE, GA, LA, MD, MN, MS, NE, NJ, NY, OH, PA, TN, VT, WV, WA. Notifications of the

Transaction have also been filed with the following state Commissions: AL,  
CO, CT, ID, IN, KY, ME, MA, NV, NH, NM, RI, SD, TX, WA, WI.

**WHEREFORE**, PAETEC and Long Lines respectfully request that the TRA authorize  
the proposed transfer of control of ownership.

Respectfully Submitted,

A handwritten signature in black ink, reading "Mary K. O'Connell", written over a horizontal line.

Mary K. O'Connell  
Senior Corporate Counsel  
PAETEC Communications, Inc.  
One PAETEC Plaza  
600 Willowbrook Office Park  
Fairport, NY 14450  
Tel: (585) 340-2669  
Fax: (585) 340-2563  
Email: [mary.oconnell@paetec.com](mailto:mary.oconnell@paetec.com)

Douglas Derstine  
President and Owner  
American Long Lines, Inc.  
700 Enterprise Drive, 2<sup>nd</sup> Floor  
Horsham, PA 19044  
Tel: (215) 442-9700  
Fax: (215) 675-6795  
Email: [dderstine@amll.com](mailto:dderstine@amll.com)

## **LIST OF ATTACHMENTS**

**ATTACHMENT 1**

**Organizational Charts**

**ATTACHMENT 2**

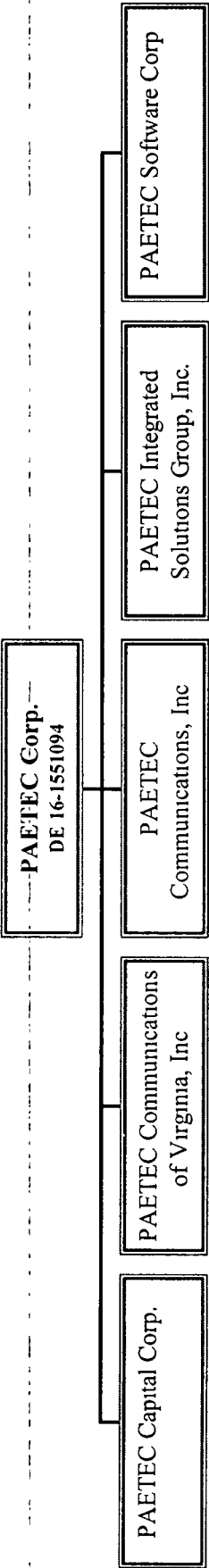
**Verifications**

**ATTACHMENT 1**

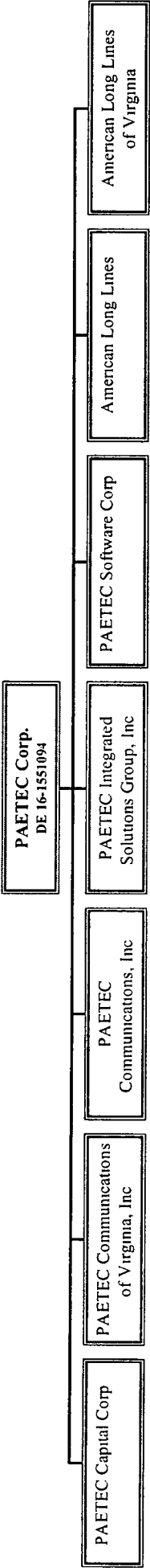
**Organizational Charts**



CORPROATE STRUCTURE BEFORE TRANSFER OF CONTROL



CORPROATE STRUCTURE AFTER TRANSFER OF CONTROL



## **ATTACHMENT 2**

### **Verifications**

VERIFICATION

STATE OF New York )  
 )  
COUNTY OF Monroe ) SS:

I, DANIEL J. VENUTI, being first duly sworn, state that I am  
EVP, SECRETARY & GEN COUNSEL of PAETEC Corp., and  
applicant in the foregoing Application; that I am authorized to make this Verification on behalf  
of PAETEC CORP; that the foregoing Application was prepared under my  
direction and supervision; and that the contents are true and correct to the best of my knowledge,  
information, and belief.

Daniel J. Venuti  
Signature

Sworn and subscribed before me this 4<sup>th</sup> day of Jan, 2005.

Karen F Ferrini  
Notary Public

My commission expires 11/30/06

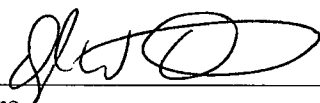
KAREN F FERRINI  
Notary Public, State of New York  
No 4765553  
Qualified in Monroe County 2006  
Commission Expires Nov. 30, 2006

VERIFICATION


STATE OF Pennsylvania )  
 )  
COUNTY OF Montgomery )

ss:

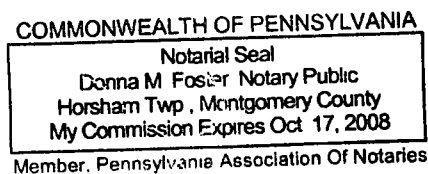
I, Douglas W Derstine, being first duly sworn, state that I am  
CEO / President of  
American Long Lines Inc., and applicant in the foregoing Application; that I am  
authorized to make this Verification on behalf of American Long Lines Inc.; that the  
foregoing Application was prepared under my direction and supervision; and that the  
contents are true and correct to the best of my knowledge, information, and belief.

  
Signature

Sworn and subscribed before me this 30 day of Dec, 2004.

  
Notary Public

My commission expires Oct 17, 2008

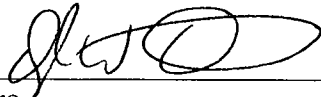


VERIFICATION


STATE OF Pennsylvania )  
 )  
COUNTY OF Montgomery )

ss:

I, Douglas W. Derstine, being first duly sworn, state that I am  
CEO / President of  
American Long Lines Inc., and applicant in the foregoing Application; that I am  
authorized to make this Verification on behalf of American Long Lines Inc.; that the  
foregoing Application was prepared under my direction and supervision; and that the  
contents are true and correct to the best of my knowledge, information, and belief.

  
Signature

Sworn and subscribed before me this 30 day of Dec., 2004.

  
Notary Public

My commission expires Oct 17, 2008

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Donna M. Foster, Notary Public  
Horsham Twp., Montgomery County  
My Commission Expires Oct. 17, 2008  
Member Pennsylvania Association Of Notaries